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AZ CORPORATION COMMISSION
FILED

APR 04 2011

FILE NO. R 1671494

**APPLICATION FOR REGISTRATION OF A
FOREIGN LIMITED LIABILITY COMPANY**

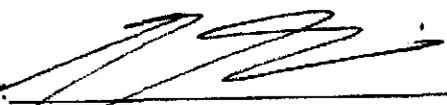
1. The name of the foreign limited liability company is REWARDS SYSTEMS LLC.
- 1.a. If the exact name of the foreign limited liability company is not available for use in Arizona, then the fictitious name adopted for use by the foreign limited liability company in Arizona is: N/A
2. The company is organized under the laws of Delaware.
3. The date of the company's formation is January 18, 2011.
4. The purpose of the company or the general character of the business it proposes to transact in Arizona is the provision of Internet-based retail discounting and promotional pricing services.
5. The name and street address of the statutory agent for the foreign limited liability company in Arizona is Ernest C. Garcia III, 4222 North Marshall Way, Scottsdale AZ 85251.
6. Management of the foreign limited liability company is vested in a manager or managers. The name and address of each person who is a manager of the limited liability company is Ernest C. Garcia III, 4222 North Marshall Way, Scottsdale AZ 85251 and Mark Jenkins, 4222 North Marshall Way, Scottsdale AZ 85251.

The name and address of each member of the foreign limited liability company that has a twenty (20%) percent or greater interest in the capital or profits of the foreign limited liability company is Ernest C. Garcia III, 4222 North Marshall Way, Scottsdale AZ 85251 and Mark Jenkins, 4222 North Marshall Way, Scottsdale AZ 85251.

7. The address of the office required to be maintained in the state or country of formation is c/o Capitol Services, Inc., 615 South DuPont Highway, Dover, Delaware, 19901.

Dated April 4, 2011

REWARDS SYSTEMS LLC

By: 
Name: Ernest C. Garcia III
Its: Manager

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned, having been designated to act as statutory agent, hereby consents to act in that capacity until removed or resignation is submitted in accordance with the Arizona Revised Statutes.

By: 
Ernest C. Garcia III

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REWARDS SYSTEMS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF APRIL, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "REWARDS SYSTEMS LLC" WAS FORMED ON THE EIGHTEENTH DAY OF JANUARY, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8668684

DATE: 04-04-11